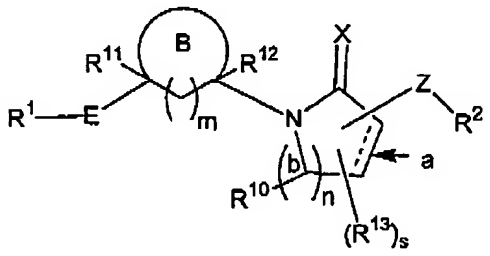
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of claims:

1. (PREVIOUSLY PRESENTED) A compound of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cyclohexyl group, ring B being substituted with 0-2 R^5;

X is selected from O or S;

Z is $-NR^9-$;

wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

bond (a) is a single bond;

E is selected from $-S(O)_pCHR^e-$, $-CHR^eNR^e-$, $-C(O)-NR^e-$, $-NR^eC(O)NR^e-$, $-SO_2-NR^e-$, and $-NR^eSO_2NR^e-$;

R^e is independently selected from H and C_{1-3} alkyl;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^6;

R^2 is selected from a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7;

R^5, at each occurrence, is independently selected from H, =O, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rN(\rightarrow O)R^{5a}R^{5a}$, N_3, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5d}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5c}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8}

alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{5f}R^{5f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5f}R^{5f}$, $(CH_2)rOC(O)NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}C(O)R^{5b}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rNR^{5f}C(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_pR^{5b}$, $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_2NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}S(O)_2R^{5b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, -CN, and $(CH_2)_r$phenyl;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$, $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a}, at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g}, C_{2-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{2-4} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^7, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{7d}$, $(CR'R')_rSH$,

$(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$ C_{3-10} carbocyclic residue and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g}, C_{2-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, methyl, CF_3, C_{2-4} haloalkyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^9 is selected from H, C_{1-4} alkyl, C_{3-4} cycloalkyl, -C(O)H, and -C(O)-C_{1-4}alkyl;

R^{10} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{10b}, alternatively, two R^{10} form =O;

R^{10b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{10c}R^{10c}$, $-C(O)NR^{10c}R^{10c}$, and $-NHC(O)R^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{11} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{11d}$, $(CHR)_qS(O)_pR^{11d}$, $(CHR)_rC(O)R^{11b}$, $(CHR)_rNR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}OR^{11d}$, $(CHR)_qNR^{11a}C(O)R^{11b}$, $(CHR)_qNR^{11a}C(O)OR^{11d}$, $(CHR)_qOC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)OR^{11d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{12d}$, $(CHR)_qS(O)_pR^{12d}$, $(CHR)_rC(O)R^{12b}$, $(CHR)_rNR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}OR^{12d}$, $(CHR)_qNR^{12a}C(O)R^{12b}$, $(CHR)_qNR^{12a}C(O)OR^{12d}$, $(CHR)_qOC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)OR^{12d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{13b}, -OH, $-NH_2$, F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$, and C_{1-4} alkyl substituted with 0-3 R^{13b};

R^{13a} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{13b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{13c}R^{13c}$, $-C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

l is selected from 1, 2 and 3;

n is 1;

m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

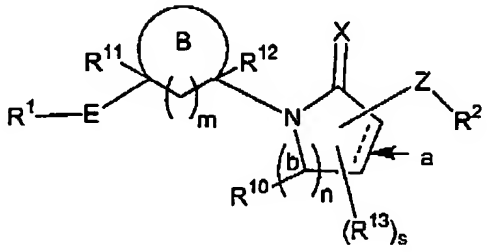
q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

s is selected from 0 and 1.

2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein the compound is of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cyclohexyl group; ring B being substituted with 0-2 R^5;

X is selected from O or S;

Z is $-NR^9-$; wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

bond (a) is a single bond;

E is selected from $-S(O)_pCHR^e-$, $-CHR^eNR^e-$, $-C(O)-NR^e-$, $-NR^eC(O)NR^e-$, $-SO_2-NR^e-$, and $-NR^eSO_2NR^e-$;

R^e is independently selected from H and C_{1-3} alkyl;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^6;

R^2 is selected from a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7;

R^5, at each occurrence, is independently selected from H, =O, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5d}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5c}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{5f}R^{5f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5f}R^{5f}$, $(CH_2)rOC(O)NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}C(O)R^{5b}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rNR^{5f}C(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_pR^{5b}$, $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_2NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}S(O)_2R^{5b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$, $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a}, at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g}, C_{2-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted

with 0-2 R^{6e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{2-4} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^7, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g}, C_{2-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, methyl, CF_3, C_{2-4} haloalkyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^9 is selected from H, C_{1-4} alkyl, C_{3-4} cycloalkyl, -C(O)H, and -C(O)-C_{1-4}alkyl;

R^{10} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{10b};

R^{10b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{10c}R^{10c}$, $-C(O)NR^{10c}R^{10c}$, and $-NHC(O)R^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{11} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{11d}$, $(CHR)_qS(O)_pR^{11d}$, $(CHR)_rC(O)R^{11b}$, $(CHR)_rNR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}OR^{11d}$, $(CHR)_qNR^{11a}C(O)R^{11b}$, $(CHR)_qNR^{11a}C(O)OR^{11d}$, $(CHR)_qOC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)OR^{11d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-

5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{12d}$, $(CHR)_qS(O)_pR^{12d}$, $(CHR)_rC(O)R^{12b}$, $(CHR)_rNR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}OR^{12d}$, $(CHR)_qNR^{12a}C(O)R^{12b}$, $(CHR)_qNR^{12a}C(O)OR^{12d}$, $(CHR)_qOC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)OR^{12d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic

residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{13b}, -OH, $-NH_2$, F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$, and C_{1-4} alkyl substituted with 0-3 R^{13b};

R^{13a} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{13b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{13c}R^{13c}$, $-C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

l is selected from 1, 2 and 3;

n is 1;

m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

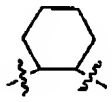
s is selected from 0 and 1.

3. (ORIGINAL) The compound of claim 2, wherein

m is 0.

4. (PREVIOUSLY PRESENTED) The compound of claim 3, wherein:

ring B is



, ring B being optionally substituted with 0-1 R^5; and

R^{11} and R^{12} are H.

5. (ORIGINAL) The compounds of claim 4, wherein:

R^5, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$,

$(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CHR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $CRR(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5b}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, and C_{1-6} haloalkyl;

R^{5a}, at each occurrence, is independently selected from H, methyl, C_{1-6} alkyl substituted with 0-2 R^{5e} wherein the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C_3 alkenyl substituted with 0-1 R^{5e}, wherein the alkenyl is selected from allyl, C_3 alkynyl substituted with 0-1 R^{5e} wherein the alkynyl is selected from propynyl, and a $(CH_2)_r$-C_{3-4} carbocyclic residue substituted with 0-5 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a $(CH_2)_r$-C_{3-4} carbocyclic residue substituted with 0-2 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e}.

6. (PREVIOUSLY PRESENTED) The compound of claim 5, wherein:

R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^5, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, $(CH_2)_rOH$, $(CH_2)_rOR^{5d}$, $(CH_2)_rNR^{5a}R^{5a}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5a}R^{5a}$, $(CH_2)_rNR^{5a}C(O)R^{5b}$, $(CH_2)_rOC(O)NR^{5a}R^{5a}$, $(CH_2)_rNR^{5a}C(O)OR^{5d}$, $(CH_2)_rNR^{5a}C(O)R^{5b}$, $(CH_2)_rC(O)OR^{5b}$, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rNR^{5a}S(O)_2R^{5b}$, and C_{1-6} haloalkyl;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and

r, at each occurrence, is selected from 0, 1, and 2.

7. (PREVIOUSLY PRESENTED) The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-2 R^6, naphthyl substituted with 0-2 R^6,

R^2 is selected from a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzo[b]thiophene, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl,

pyrido[2,3-d]pyrimidinyl, thieno[3,2-d]pyrimidinyl, pyridinyl, pyrimidinyl, pyrrolyl, pyrrolo[2,1-f][1,2,4]triazine, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

8. (ORIGINAL) The compound of claim 7, wherein:

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}R^{6a}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6f}S(O)_2$ $NR^{6a}R^{6a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

R^{6b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6d}, at each occurrence, is selected from methyl, CF_3, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CH)_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, CH_2cyclopropyl, and benzyl;

R^{7b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,

cyclopropyl, cyclopentyl, CH_2-cyclopentyl, cyclohexyl, CH_2-cyclohexyl, CF_3, pyrrolidinyl, morpholinyl, piperizenyl substituted with 0-1 R^{7e}, and azetidinyl;

R^{7d}, at each occurrence, is selected from methyl, CF_3, CF_2CF_3, CHF_2, CH_2F, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

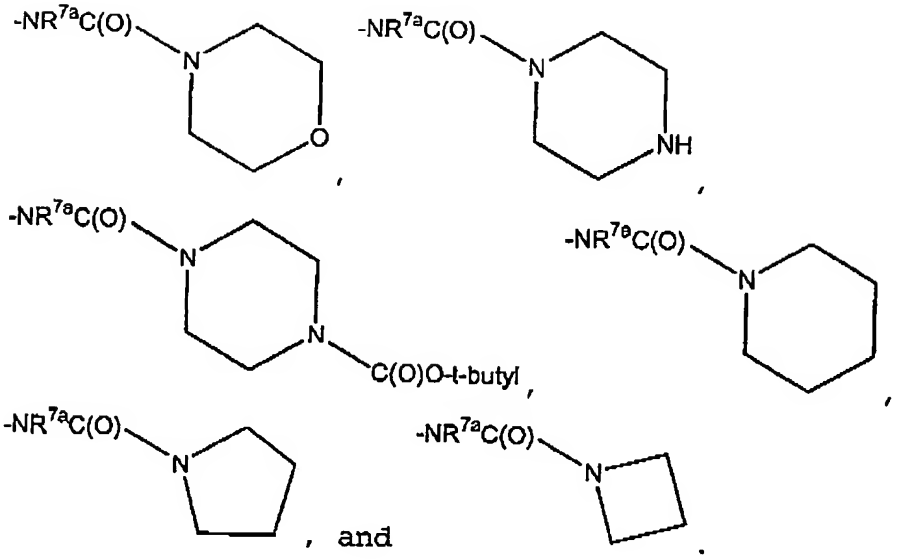
R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

r is 0 or 1.

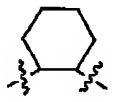
9. (ORIGINAL) The compound of claim 8, wherein:

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO_2, $NR^{7a}R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, $C(O)R^{7b}$, $C(O)OR^{7d}$, $NR^{7f}C(O)NR^{7a}R^{7a}$, $NHS(O)_2R^{7b}$,



, and

10. (PREVIOUSLY PRESENTED) The compound of claim 9, wherein:

ring B is  , ring B being optionally substituted with 0-1 R^5;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is selected from phenyl and naphthyl,

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO_2, CN, $O(CH_2)_rR^{6d}$, $C(O)H$, $C(O)R^{6d}$, $C(O)OH$, SR^{6d}, $NR^{6a}R^{6a}$, $NC(O)R^{6b}$, $OC(O)R^{6b}$, $S(O)_pR^{6b}$, $(CHR')_rS(O)_2NR^{6a}R^{6a}$, and CF_3;

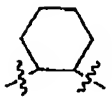
R^{6a} is H, methyl, or ethyl;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

R^{6d} is methyl, phenyl, CF_3, and (CH_2)-phenyl; and

r is 0 or 1.

11. (PREVIOUSLY PRESENTED) The compound of claim 10, wherein:

ring B is  , ring B being substituted with 0-1 R^5;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is selected from phenyl;

R^4 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, allyl and $(CH_2)_r C(O)R^{4b}$;

R^5 is selected from H, OH, OCH_3, and $NR^{5a}R^{5a}$;

R^{5a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methysulfonyl, -$C(O)CF_3$, $C(=N)NH_2$, benzyl, and -C(O)O-t-butyl;

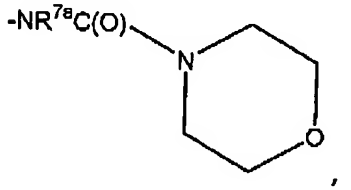
R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, CN, $NR^{6a}R^{6a}$, C(O)H, C(O)OH, $C(O)R^{6b}$, SR^{6d}, $S(O)_pR^{6d}$, $S(O)_2NR^{6a}R^{6a}$, CF_3, and CH_2OH;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

R^{6d} is methyl;

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO_2,

$NR^{7a}R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, OCF_2CF_3, $OCHF_2$, and OCH_2F, $C(O)OR^{7d}$, $C(O)R^{7b}$, $NR^{7f}C(O)NR^{7a}R^{7a}$, $NHS(O)_2R^{7b}$,



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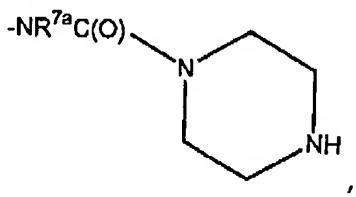

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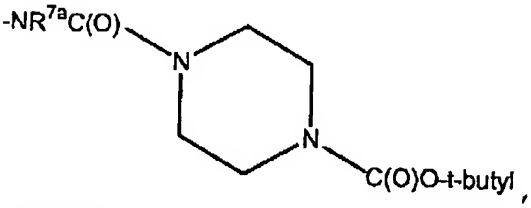

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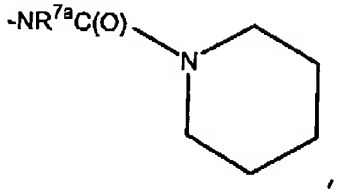

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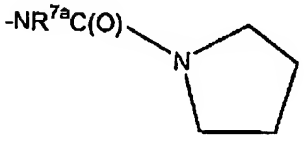

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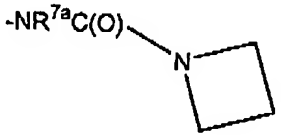


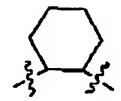
;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

R^{7b} is selected from cyclohexyl and CF_3; and

R^{7d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

12. (ORIGINAL) The compound of claim 11, wherein:

ring B is selected from  , ring B being substituted with 0-1 R^5;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is phenyl;

R^6 is selected from methyl, ethyl, propyl, i-propyl, F, Cl, Br, CN, SCH_3, and CF_3;

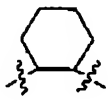
R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, phenyl, adamantyl, benzyl, Cl, Br, I, F, CN, NO_2, $NR^{7a}R^{7a}$, OR^{7d}, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, OCF_2CF_3, $OCHF_2$, and OCH_2F, $C(O)OR^{7d}$, $C(O)R^{7b}$, and $NR^{7f}C(O)NR^{7a}R^{7a}$;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

13. (ORIGINAL) The compound of claim 12, wherein

E is selected from $-CH_2-NH-$, $-C(O)-NH-$ and $-SO_2-CH_2-$.

14. (ORIGINAL) The compound of claim 1, wherein

B is  , ring B being substituted with 0-1 R^5; and

R^5 is selected from H, $N(\rightarrow O)R^{5a}R^{5a}$, N_3, $NR^{5a}C(O)R^{5b}$, $NR^{5a}C(O)H$, $NR^{5a}C(O)OR^{5d}$, $NR^{5a}C(O)NR^{5a}R^{5a}$, and $NR^{5a}R^{5a}$, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e}, wherein the heterocyclic system is selected from pyrrolidinyl,

piperidinyl, pyrrolidin-2-one, and isothiazolidine 1,1-dioxide.

15. (CANCELED)

16. (ORIGINAL) The compound of claim 12, wherein

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, C(O)H, $C(O)R^{6b}$, SR^{6d}, $S(O)_pR^{6d}$, CF_3, and CH_2OH;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

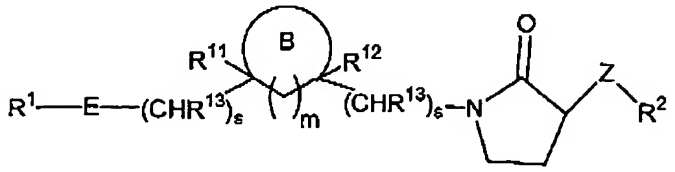
R^{6d} is methyl;

R^7 is selected from Cl, Br, $NR^{7a}R^{7a}$, $NR^{7a}C(O)OR^{7d}$, $NHC(O)NHR^{7a}$, OCF_3, and CF_3;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

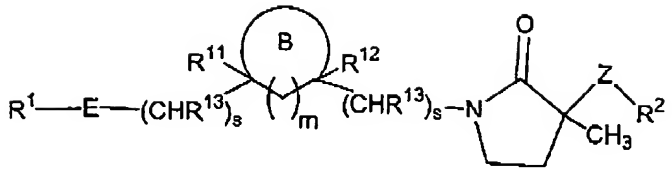
R^{7d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

17. (ORIGINAL) The compound of claim 1, wherein the compound is of formula (Ia) or (Ic)



(Ia)

or



(Ic).

18. (PREVIOUSLY PRESENTED) The compound of claim 1, wherein the compound is of formula (I) is selected:

3-(Benzo[b]thiophen-3-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6-chloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6,8-dichloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

3-((E)-3(R*)-(trifluoromethyl)styryl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(7-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2,6-dichloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-dimethylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-hydroxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-2-trifluoromethyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-pyrrolidin-2-one;

(3S)-3-(6-Adamantan-1-yl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-1-[(1S,2R,4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6,7-dimethoxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-fluoro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-phenyl-thieno[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-propyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-isopropyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2-tert-butyl-6-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-ethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrimido[5,4-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]- (3S)-3-(6-chloro-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-trifluoromethyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethoxy-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;

(3S)-3-(6-Fluoro-quinazolin-4-ylamino)-1-[(1S, 2R, 4R)-4-(isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-pyrrolidin-2-one;

(S)-3-(6-Bromoquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6,7-Difluoroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6-Methoxyquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(quinazolin-4-ylamino)pyrrolidin-2-one;

(S)-3-(6-Iodoquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one.

19. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

20. - 24. (CANCELED)

25. (WITHDRAWN, CURRENTLY AMENDED) ~~The method for treating disorders, of claim 24,~~ A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, rheumatoid arthritis, restinosis, organ transplantation~~, and cancer~~.

26. (WITHDRAWN) The method for treating disorders, of claim 25, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

27. - 28. (CANCELED)

29. (WITHDRAWN, CURRENTLY AMENDED) The method for treating disorders, of claim 25, wherein said disorders being selected from restinosis, organ transplantation~~, and cancer~~.

30. - 36. (CANCELED)

37. (PREVIOUSLY PRESENTED) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 7.

38. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 7, said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.